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TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1004.
FILED, DECEMBER 12th. 1963.

STEELOY MINING CORPORATION LIMITED

Full corporate name of Company
Incorporated under the Ontario Companies Act by Letters Patent dated May 29, 1943; Supplementary Letters Patent issued March 6, 195.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Underwriting-Option Agreement - see Item 6. (b) Working option of purchase of mining claims - see Item 11.
2. Head office address and any other office address.	Room 2506 - 44 King Street West, Toronto 1, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Mark G. Smerchanski, President and Director, 102 Hansart Blvd., Winnipeg, Manitoba, has been a Consulting Geologist self-employed. W.R.Salter, Q.C., Vice-President and Director, 496 Russell Hill Road, Toronto, Ontario has been senior partner of the firm of Salter, Reilly, Jamieson & Apple, Solicitors, Toronto. C.R.Schultz, Secretary-Treasurer and Director, 8 Shady Oak Crescent, Don Mills, Ontario, has been a Mining Executive and Secretary of Davidson Securities Limited. Basil Filardi, Jr., Director, 40 Church Street, White Plains, New York, has been a partner in the firm of Filardi & Caruso, Attorneys, White Plains, New York. J.D.Reilly, Q.C., Director, 6 Sunnyside Crescent, Toronto, Ontario, has been a partner in the firm of Salter, Reilly, Jamieson & Apple. B. Nixon Apple, Assistant Secretary, 171 St.Leonards Avenue, Toronto, Ontario, has been a partner in the firm of Salter, Reilly, Jamieson & Apple.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized share capital consists of 5,000,000 shares without par value whereof 3,503,005 shares are issued and outstanding as fully paid and non-assessable.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Davidson & Company, 25 Adelaide Street West, Toronto 1, Ontario, acting on behalf of the client referred to in Item 7 below, have agreed to purchase 400,000 shares of the Company for the sum of \$40,000 payable forthwith after acceptance of this Filing Statement by the Toronto Stock Exchange and acceptance of a like Filing Statement by the Canadian Stock Exchange, and in consideration of such purchase are entitled to receive on behalf of their said client options of purchasing 200,000 shares at 15¢ per share within 3 months, 200,000 shares at 20¢ per share within 6 months and 200,000 shares at 25¢ per share within 9 months from the date of acceptance hereof.

7. Names and addresses of persons having any interest, direct or indirect in, underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The client referred to in Item 6 above is World Explorations Limited, Vancouver, B.C. Mr. Archie MacGillivray, c/o Rand & Company, Vancouver Building, Granville Street, Vancouver, B.C. is the only person beneficially interested in World Explorations Limited.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to acquire for the sum of \$10,000 a working option on the mining claims referred to in Item 11. The first \$40,000 of the proceeds of the sale of treasury shares will be applied as follows: \$10,000 in payment for the said working option; approximately \$1000 on account of current liabilities of the Company; and approximately \$29,000 in geophysical exploration and diamond drilling on the optioned mining claims. Thereafter, the proceeds of sale of treasury shares under the options referred to in Item 6 will be applied in payment of the balance of the Company's liabilities as shown in the attached financial statements; any further exploration and diamond drilling on the optioned mining claims as may be recommended by the Company's engineers; and in the event of the exercise of the option of purchasing the mining claims in payment of the balance of purchase price thereof.
10. Brief statement of company's chief development work during past year.	The Company has not itself carried out any development work during the past year.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Subject to the acceptance of this Filing Statement by the Toronto Stock Exchange and to acceptance of a like Filing Statement by the Canadian Stock Exchange, the Company has agreed to pay the sum of \$10,000 to Harry Meronek, 711 Oakland, Winnipeg, Manitoba, for a six months' working option of purchasing 20 mining claims (being Ford Nos. 1-10 inclusive and Hawk Nos. 1, 2, 5, 6, 7, 8, and 10-13 inclusive) in the Oxford Lake Area of the Province of Manitoba immediately adjoining on the northeast the mining claims held by Croinor Pershing Mines Limited, upon which diamond drilling is now in progress. In the event of the exercise of the option of purchasing the said mining claims, the further sum of \$10,000 will be payable to the said Harry Meronek and he will be entitled to have issued to him 300,000 shares of the capital stock of the Company, 270,000 of the said shares to be held in escrow subject to release only on the consent of the Toronto and Canadian Stock Exchanges. The Company agrees that it will not exercise such option without prior notice to the Toronto and Canadian Stock Exchanges, which notice shall be accompanied by Engineers' Reports on the results of the diamond drilling and other exploratory work on the optioned claims.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	To the knowledge of the Company, no one other than the said Harry Meronek will be entitled to receive a greater than 5% interest in the shares and other consideration to be received by the Vendor.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	90% of the said 300,000 shares if issued in the purchase of the said mining claims shall be held in pool or escrow subject to release only upon the written consent of the Toronto and Canadian Stock Exchanges.

FINANCIAL STATEMENTS

STEELOY MINING CORPORATION LIMITED
Incorporated under the laws of Ontario

BALANCE SHEET

September 30, 1963

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- ASSETS -

Cash	18.30
Prepaid expense.	538.79
Investments in other companies, at market value of free securities as at September 30, 1957 with subsequent additions at cost (current market value of free shares, \$10,522)	45,410.72
Mining lands and rights, at the consideration given therefor consisting of 700,000 shares of capital stock and \$2,000.00 cash (see note).	702,000.00
Deferred charges	156,616.07
	<u>\$904,583.88</u>

- LIABILITIES -

Accounts payable and accrued expense	8,491.12
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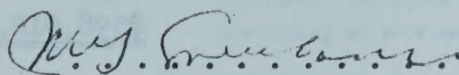
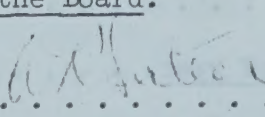
- SHAREHOLDERS' EQUITY -

Capital stock:	
Authorized, 5,000,000 shares of no par value	
Issued, 3,503,005 shares	1,495,005.00
Less Deficit	<u>598,912.24</u>
	<u>896,092.76</u>
	<u>\$904,583.88</u>

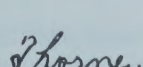
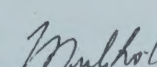
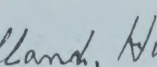
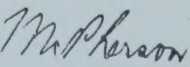
Note:

Mining claims previously reported abandoned as at October 3, 1962 were subsequently returned to good standing by renewal of development licenses.

Approved on behalf of the Board.

 Director.  Director.

This is the balance sheet referred to in our report to the shareholders dated October 8, 1963.

   
Chartered Accountants

STEELOY MINING CORPORATION LIMITED

STATEMENT OF DEFERRED CHARGES

Year ended September 30, 1963

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Development:

Balance at beginning of year.	111,821.73	
Government licenses	155.00	
	<u>111,976.73</u>	
Deduct Charges relating to claims abandoned	<u>28,242.65</u>	83,734.08

Administration:

Balance at beginning of year.	94,343.12	
Audit	200.00	
Secretarial and accounting services	1,440.00	
Shareholders' information	248.74	
Taxes	106.23	
Transfer agent's fees and expenses.	58.26	
Bad debt written off	<u>613.16</u>	
	<u>97,009.51</u>	
Deduct Charges relating to claims abandoned	<u>24,127.52</u>	72,881.99

<u>Balance at end of year.</u>		<u>\$156,616.07</u>
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STATEMENT OF DEFICIT

Year ended September 30, 1963

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Deficit at beginning of year.		536,325.59
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Add:

Cost of mining lands and rights abandoned . .	11,000.00	
Deferred charges relating to lands and rights abandoned.	<u>52,370.17</u>	63,370.17
Loss on sale of investments	<u>1,716.48</u>	65,086.65
		<u>601,412.24</u>

Deduct Adjustment re advances made to company in a prior year.		<u>2,500.00</u>
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<u>Deficit at end of year.</u>		<u>\$598,912.24</u>
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ENGINEER'S REPORT

Note - The following are excerpts from a report by H.D.B. Wilson, P.Eng., dated December 7th, 1963, on the mining claims located at Oxford Lake, Province of Manitoba. A complete copy of this report is on file at the Toronto Stock Exchange.

CONCLUSIONS

The property is underlain by rocks whose composition and structure are favorable as hosts for economic mineralization. Copper mineralization occurs at numerous places in the vicinity of the property. The property warrants a preliminary exploration program.

RECOMMENDATION

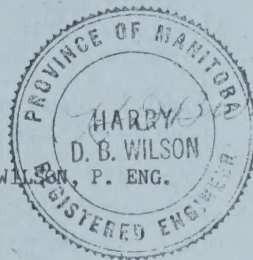
A geological and geophysical survey of the property is recommended. An outcrop map of the geology of the claims should be made at a scale of 1" = 400' or larger. Careful attention should be paid to the fault and shear structure, drag fold structure, and basic dykes. The area should be prospected carefully for evidence of copper mineralization, and the sulphide mineralization on the property indicated on Map 59-2B, Manitoba Mines Branch, should be investigated.

A magnetic and electromagnetic geophysical survey should be made to aid the interpretation of the geological map and to delineate possible ore structures.

Further work would depend upon the results of the geological and geophysical surveys.

DECEMBER 7TH., 1963.

H.D.B. WILSON, P. ENG.



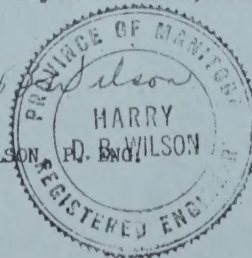
C E R T I F I C A T E

I, H.D.B. WILSON, of the Rural Municipality of Fort Garry, in the Province of Manitoba, hereby certify:-

1. THAT I am a Mining Geologist and reside at 575 South Drive, Winnipeg, 19, Manitoba.
2. THAT I am a Graduate of the University of Manitoba, (B.Sc.) and the California Institute of Technology (M.S., Ph.D.) and have been practicing my profession as a Mining Geologist in excess of twenty years.
3. THAT I am a Registered Professional Engineer in the Province of Manitoba.
4. THAT this General Report has been made on behalf of Steeloy Mining Corporation Limited of Toronto, Ontario.
5. THAT the content of this Report is based on a study of the Reports of the Mines Branch of the Province of Manitoba, and the Geological Survey of Canada.
6. THAT I do not have any interest either directly or indirectly in the Mining Claims mentioned in this Report, nor do I expect to receive any interest directly or indirectly in the securities of Steeloy Mining Corporation Limited.

DATED at WINNIPEG, MANITOBA, this 7th day of DECEMBER, 1963

H. D. B. WILSON, P. ENG.



14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	To the knowledge of the Company, no one other than the said Harry Meronek will be entitled to more than a 5% interest in the said escrowed shares.		
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Davidson & Company, 25 Adelaide Street West, Toronto	278,343	
	Robertson & Morgan, 38 King Street West, Toronto	183,330	
	James Richardson & Sons, 173 Portage Avenue East, Winnipeg, Manitoba	106,600	
	Doherty Roadhouse & Co. 335 Bay Street, Toronto	87,271	
	Savard & Hart, 23 Notre Dame St. West, Montreal, P.Q.	79,850	
	The Company is not aware of the beneficial owners of the above shares.		
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None, except that management on a solicitation of proxies may be in a position to materially affect control of the company.		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<u>Company</u>	<u>Cost</u>	<u>Market</u>
	25,000 shares Oceanic Films & Enterprises Ltd.	\$25,000.	n11
	22,100 shares Lingside Copper Mines, Ltd.	1,251.04	\$994.50
	83,500 (escrowed) shares Mills Red Lake Mines, Ltd.	n11	} 211.00
	21,100 free shares Mills Red Lake Mines, Ltd.	n11	
	60,700 shares Lake Lingman Gold Mining Co. Ltd.	5,463.00	\$4,856.00
	29,737 shares Manoka Mining & Smelting Co. Ltd.	13,706.22	4,160.55
18. Brief statement of any lawsuits pending or in process against company or its properties.	None		
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None		
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. The shares of the Company covered by the underwriting-option agreement referred to in Item 6 will be in the course of primary distribution to the public.		

CERTIFICATE OF THE COMPANY

DATED November 29, 1963

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"W.R. Salter" by: W.R. Salter CORPORATE SEAL
 "C.R. Schultz" C.R. Schultz Secretary
 CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DAVIDSON & COMPANY
 by: F.B.R. West Partner